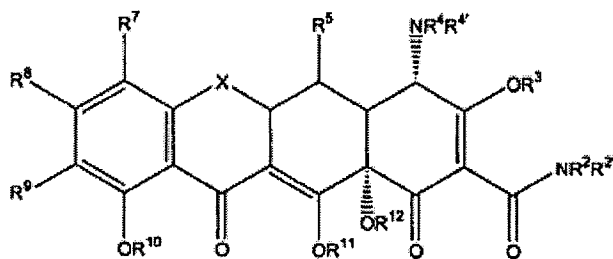


AMENDMENTS TO THE CLAIMS:

Listing of Claims:

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1. **(Currently Amended)** A substituted tetracycline compound, wherein said compound is of the formula:



(I)

wherein:

X is CHC(R¹³Y'Y), CR^{6'}R⁶, S, NR⁶, or O;

R² is hydrogen, alkyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R⁴ and R^{4'} are each hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^{2'}, R³, R¹⁰, R¹¹ and R¹² are each hydrogen or a pro-drug moiety;

R⁵ is hydrogen, hydroxyl, or a prodrug moiety;

R⁶, R^{6'}, and R⁸ are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, or halogen;

R⁷ is hydrogen, or NR^{7c}C(=W')WR^{7a};

R⁸ is hydrogen;

R¹³ is hydrogen, hydroxy, alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

Y' and Y are each independently hydrogen; halogen; hydroxyl; cyano, sulfhydryl; amino; alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

R⁹ is hydrogen, or NR^{9c}C(=Z')ZR^{9a};

Z is O;

Z' is O or S;

R^{9a} is unsubstituted C₃-C₁₀ alkyl, substituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, ~~substituted or unsubstituted alkylthio, substituted or unsubstituted alkylsulfinyl, substituted or unsubstituted alkylsulfonyl,~~ substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, ~~substituted or unsubstituted alkylamino, substituted or unsubstituted arylalkyl, or~~ substituted or unsubstituted aryl, ~~substituted or unsubstituted heterocyclic, substituted or unsubstituted heteroaromatic,~~

wherein said substituted alkyl is substituted with halogen, amino, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted alkenyl, substituted alkynyl, substituted alkoxy, ~~substituted alkylthio, substituted alkylsulfinyl, substituted alkylsulfonyl,~~ substituted arylsulfonyl, substituted alkoxycarbonyl, substituted arylcarbonyl, ~~substituted alkylamino, substituted arylalkyl, or~~ substituted aryl, ~~substituted heterocyclic, or substituted heteroaromatic~~ is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

R^{9c} is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, arylalkyl, aryl, heterocyclic or heteroaromatic;

W is CR^{7d}R^{7e}, NR^{7b} or O;

W' is O or S;

R^{7a}, R^{7b}, R^{7c}, R^{7d}, and R^{7e} are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic, absent, or a prodrug moiety, and R^{7d} and R^{7e} may be linked to form a ring;

and pharmaceutically acceptable salts thereof, provided that R⁹ is not hydrogen when R⁷ is hydrogen.

2. **(Currently Amended)** The compound of claim 1, wherein R^2 , $R^{2'}$, R^3 , R^{10} , R^{11} , and R^{12} are each hydrogen.
3. **(Original)** The compound of claim 2, wherein R^4 and $R^{4'}$ are each alkyl.
4. **(Currently Amended)** The compound of claim 3, wherein R^4 and $R^{4'}$ are each methyl.
5. **(Canceled)**
6. **(Original)** The compound of claim 4, wherein R^5 is hydrogen.
7. **(Original)** The compound of claim 6, wherein X is CH_2 , and R^7 is hydrogen.
8. **(Canceled)**
9. **(Previously Presented)** The compound of claim 4, wherein R^5 is hydroxyl and X is CHR^6 .
10. **(Previously Presented)** The compound of claim 9, wherein R^6 is CH_3 .
11. **(Original)** The compound of claim 1, wherein R^9 is $NR^{9c}C(=Z')ZR^{9a}$.
12. **(Original)** The compound of claim 11, wherein R^{9c} is hydrogen.
13. **(Original)** The compound of claim 11, wherein Z' is oxygen.
14. **(Original)** The compound of claim 11, wherein Z' is sulfur.
- 15-18. **(Canceled)**
19. **(Currently Amended)** The compound of claim 11, wherein R^{9a} is selected from the group consisting of substituted C_3 - C_{10} -alkyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted aryl, arylalkyl, or heteroaromatic.
20. **(Canceled)**
21. **(Currently Amended)** The compound of claim 19, wherein said substituted C_3 - C_{10} alkyl is substituted with one or more substituents selected from the group consisting of alkoxycarbonyl, amino, arylcarbonyl, halogen, hydroxy, alkylamino, alkoxy, or aryl.
22. **(Canceled)**
23. **(Previously Presented)** The compound of claim 19, wherein said substituted alkyl is substituted with an aryl group.
24. **(Original)** The compound of claim 23, wherein said aryl group is phenyl.
25. **(Previously Presented)** The compound of claim 19, wherein said substituted alkyl is substituted with one or more halogens.

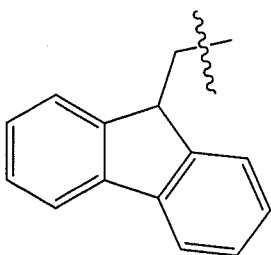
26. **(Currently Amended)** The compound of ~~claim 24~~claim 25, wherein said halogen is bromine.

27-29. **(Canceled)**

30. **(Currently Amended)** The compound of ~~claim 19~~claim 1, wherein R^{9a} is substituted or unsubstituted aryl.

31. **(Original)** The compound of claim 30, wherein said substituted or unsubstituted aryl is naphthyl.

32. **(Currently Amended)** The compound of ~~claim 30~~claim 23, wherein ~~said substituted or unsubstituted aryl is of the formula~~said substituted alkyl group is:



33. **(Original)** The compound of claim 30, wherein said substituted or unsubstituted aryl is phenyl.

34. **(Currently Amended)** The compound of claim 33, wherein said arylphenyl is substituted with one or more substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, alkoxy, aryloxy, alkylcarbonyl, arylcarbonyl, alkoxy carbonyl, aryloxy carbonyl, amido, halogen, nitro, azo, alkyl sulfonyl, and arylsulfonyl.

35. **(Original)** The compound of claim 34, wherein said substituent is alkyl.

36. **(Original)** The compound of claim 35, wherein said alkyl is unsubstituted.

37. **(Original)** The compound of claim 35, wherein said alkyl is methyl.

38. **(Original)** The compound of claim 35, wherein said alkyl is substituted with one or more halogens.

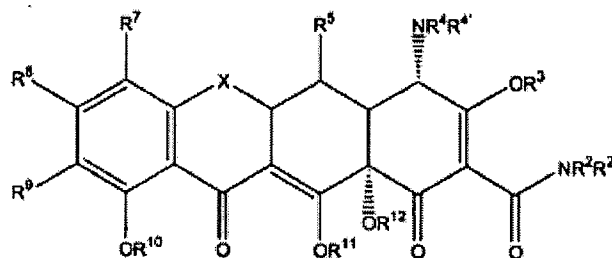
39. **(Currently Amended)** The compound of claim 34, wherein said substituent is methoxyalkoxy and further wherein said alkoxy is methoxy.

40. **(Original)** The compound of claim 34, wherein said substituent is selected from the group consisting of alkylcarbonyl, arylcarbonyl, alkoxy carbonyl, aryloxy carbonyl, and amido.

41-55. **(Canceled)**

56. **(Original)** The compound of claim 1, wherein R^7 is $NR^{7c}C(=W')WR^{7a}$.

57. **(Original)** The compound of claim 56, wherein R⁹ is hydrogen.
58. **(Original)** The compound of claim 57 wherein R^{7c} is hydrogen.
59. **(Currently Amended)** The compound of claim 57, wherein W' is oxygenO.
60. **(Currently Amended)** The compound of claim 57, wherein W' is sulfurS.
61. **(Original)** The compound of claims 59 or 60, wherein W is NR^{7b}.
62. **(Currently Amended)** The compound of claims 59 or 60, wherein W is oxygenO.
63. **(Previously Presented)** The compound of claim 57, wherein R^{7a} is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, and heteroaromatic.
64. **(Original)** The compound of claim 63, wherein R^{7a} is substituted or unsubstituted alkyl.
65. **(Original)** The compound of claim 64, wherein said alkyl is substituted with an aryl group.
66. **(Currently Amended)** The compound of claim 63, wherein ~~said substituted or unsubstituted~~ R^{7a} is aryl and further wherein said aryl is phenyl.
67. **(Currently Amended)** The compound of claim 66, wherein ~~aryl~~ phenyl is substituted with one or more substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, alkoxy, aryloxy, alkylcarbonyl, arylcarbonyl, alkoxycarbonyl, aryloxycarbonyl, amido, halogen, nitro, azo, alkyl sulfonyl, and arylsulfonyl.
68. **(Original)** The compound of claim 67, wherein said substituent is alkyl, alkoxy, or nitro.
- 69-81. **(Canceled)**
82. **(Currently Amended)** A pharmaceutical composition comprising a therapeutically effective amount of a substituted tetracycline compound and a pharmaceutically acceptable carrier, wherein said substituted tetracycline is of the formula:



(I)

wherein:

X is $\text{CHC}(\text{R}^{13}\text{Y}'\text{Y})$, CR^6R^6 , S, NR^6 , or O;

R^2 is hydrogen, alkyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 and $\text{R}^{4'}$ are each hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

$\text{R}^{2'}$, R^3 , R^{10} , R^{11} and R^{12} are each hydrogen or a pro-drug moiety;

R^5 is hydrogen, hydroxyl, or a prodrug moiety;

R^6 , $\text{R}^{6'}$, and R^8 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, or halogen;

R^7 is hydrogen or $\text{NR}^{7c}\text{C}(=\text{W}')\text{WR}^{7a}$;

R^8 is hydrogen;

R^{13} is hydrogen, hydroxy, alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

Y' and Y are each independently hydrogen; halogen; hydroxyl; cyano, sulthdryl; amino; alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

R^9 is hydrogen, or $\text{NR}^{9c}\text{C}(=\text{Z}')\text{ZR}^{9a}$;

Z is O;

Z' is O or S;

R^{9a} is unsubstituted $\text{C}_3\text{-C}_{10}$ alkyl, substituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, ~~substituted or unsubstituted alkylthio, substituted or unsubstituted alkylsulfinyl, substituted or unsubstituted alkylsulfonyl, substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, substituted or unsubstituted alkylamino, substituted or unsubstituted arylalkyl, or substituted or unsubstituted aryl, substituted or unsubstituted heterocyclic, substituted or unsubstituted heteroaromatic;~~

wherein said substituted alkyl is substituted with halogen, amino, hydroxyl, alkoxy, alkylcarbonyloxy, alkyloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted alkenyl, substituted alkynyl, substituted alkoxy, ~~substituted alkylthio, substituted alkylsulfinyl, substituted alkylsulfonyl, substituted~~

arylsulfonyl, substituted alkoxy carbonyl, substituted aryl carbonyl, ~~substituted alkylamino, substituted arylalkyl, or substituted aryl, substituted heterocyclic, or substituted heteroaromatic~~ is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkyl carbonyloxy, alkoxy carbonyl, aryl carbonyloxy, alkoxy carbonylamino, alkoxy carbonyloxy, aryloxy carbonyloxy, carboxylate, alkyl carbonyl, alkylamino carbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkyl carbonyl, aryl carbonyl, aminoalkyl, arylalkyl carbonyl, alkenyl carbonyl, alkoxy carbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonate, phosphinate, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonate, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

R^{9c} is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylsulfonyl, alkoxy carbonyl, aryl carbonyl, alkylamino, arylalkyl, aryl, heterocyclic or heteroaromatic;

W is CR^{7d}R^{7e}, NR^{7b} or O;

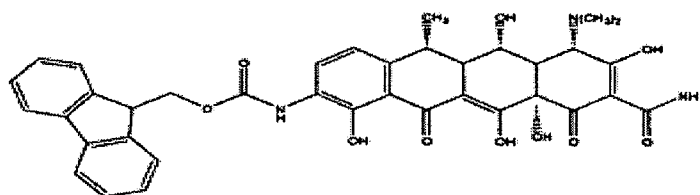
W' is O or S;

R^{7a}, R^{7b}, R^{7c}, R^{7d}, and R^{7e} are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, arylsulfonyl, alkoxy carbonyl, aryl carbonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic, absent, or a prodrug moiety, and R^{7d} and R^{7e} may be linked to form a ring;

and pharmaceutically acceptable salts thereof, provided that R⁹ is not hydrogen when R⁷ is hydrogen.

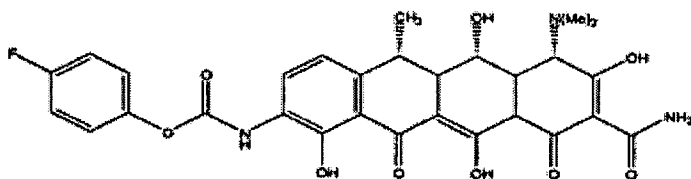
83-102. (Canceled)

103. (Currently Amended) The compound of claim 1, wherein said compound is



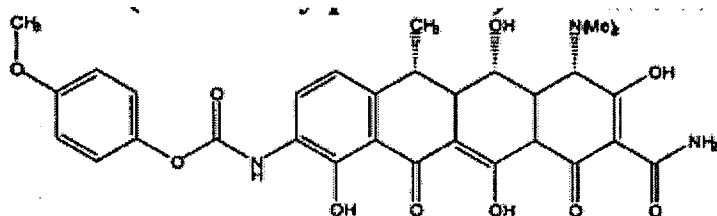
or a pharmaceutically acceptable salt thereof.

104. (Currently Amended) The compound of claim 1, wherein said compound is



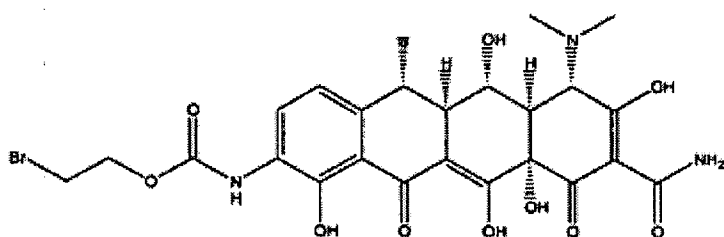
or a pharmaceutically acceptable salt thereof.

105. **(Currently Amended)** The compound of claim 1, wherein said compound is



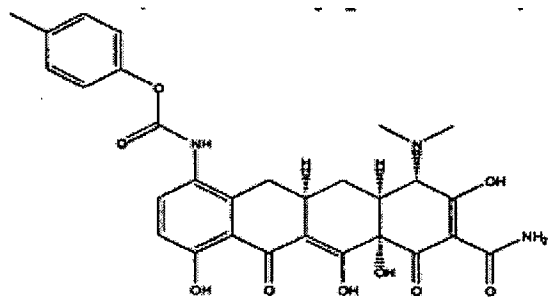
or a pharmaceutically acceptable salt thereof.

106. **(Currently Amended)** The compound of claim 1, wherein said compound is



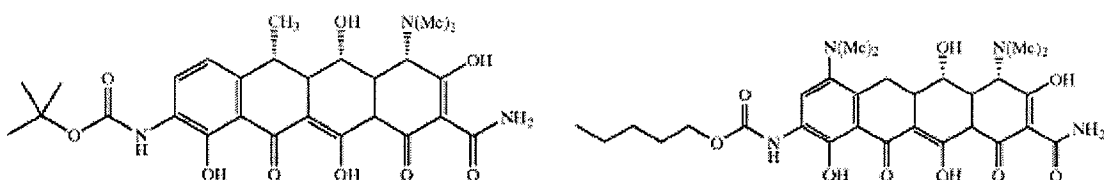
or a pharmaceutically acceptable salt thereof.

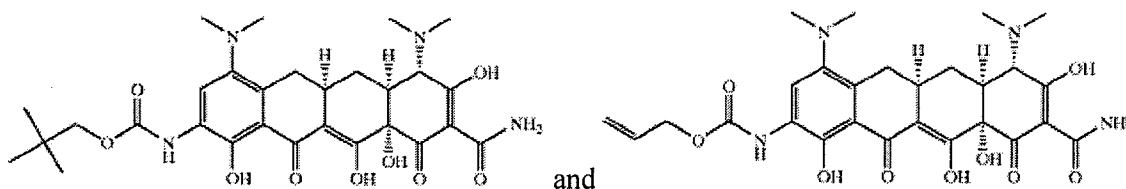
107. **(Currently Amended)** The compound of claim 1, wherein said compound is



or a pharmaceutically acceptable salt thereof.

108. **(Previously Presented)** A substituted tetracycline compound, wherein said compound is selected from the group consisting of





or a pharmaceutically acceptable salt thereof.

109. **(Currently Amended)** The compound of claim 1, wherein said compound is doxycycline 9-carbamic acid 9*H*-fluoren-9-yl methyl ester or a pharmaceutically acceptable salt thereof.

110. **(Currently Amended)** The compound of claim 1, wherein said compound is Fmoc 9-amino doxycycline or a pharmaceutically acceptable salt thereof.

111. **(Currently Amended)** The compound of claim 1, wherein said compound is 9-(4'-fluorophenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

112. **(Currently Amended)** The compound of claim 1, wherein said compound is 9-(4'-methoxyphenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

113-116. **(Canceled)**

117. **(Currently Amended)** The compound of claim 1, wherein said compound is 9-(2'-bromoethyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.

118. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-methylphenyl) sancycline carbamate or a pharmaceutically acceptable salt thereof.

119. **(Currently Amended)** The compound of claim 1, wherein said compound is doxycycline 7-carbamic acid 7*H*-fluoren-7-yl methyl ester or a pharmaceutically acceptable salt thereof.

120. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(~~naphthyn-1-yl~~naphthyn-1-yl) doxycycline urea or a pharmaceutically acceptable salt thereof.

121. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(3-methyl-1-butyl) doxycycline urea or a pharmaceutically acceptable salt thereof.

122. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-phenyl doxycycline urea or a pharmaceutically acceptable salt thereof.

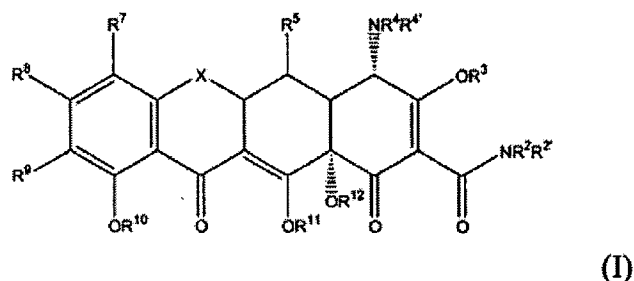
123. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-*t*-butyl doxycycline urea or a pharmaceutically acceptable salt thereof.

124. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-Fmoc amino doxycycline or a pharmaceutically acceptable salt thereof.

125. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-chloro-2-trifluoromethylphenyl) doxycycline urea or a pharmaceutically acceptable salt thereof.
126. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-fluorophenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.
127. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-methoxyphenyl) doxycycline carbamate or a pharmaceutically acceptable salt thereof.
128. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-BOC amino doxycycline or a pharmaceutically acceptable salt thereof.
129. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(~~naphthyn-1-yl~~naphthyn-1-yl) doxycycline thiourea 5-propanoic acid ester or a pharmaceutically acceptable salt thereof.
130. **(Currently Amended)** The compound of claim 1, wherein said compound is doxycycline 7-thiocarbamic acid 7*H*-fluoren-7-yl methyl ester or a pharmaceutically acceptable salt thereof.
131. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(~~naphthyn-1-yl~~naphthyn-1-yl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
132. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(3-methyl-1-butyl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
133. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-phenyl amino doxycycline thiourea or a pharmaceutically acceptable salt thereof.
134. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-*t*-butyl amino doxycycline thiourea or a pharmaceutically acceptable salt thereof.
135. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-chloro-2'-trifluoromethylphenyl) doxycycline thiourea or a pharmaceutically acceptable salt thereof.
136. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-fluorophenyl) doxycycline thiocarbamate or a pharmaceutically acceptable salt thereof.
137. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(4'-methoxyphenyl) doxycycline thiocarbamate or a pharmaceutically acceptable salt thereof.
138. **(Currently Amended)** The compound of claim 1, wherein said compound is 7-(~~naphthyn-1-yl~~naphthyn-1-yl) doxycycline urea 5-propanoic acid ester or a pharmaceutically acceptable salt thereof.
139. **(Currently Amended)** A tetracycline compound, wherein said compound is selected from the group consisting of:

9-neopentyl minocycline carbamate;
9-BOC amino doxycycline;
9-(n-pentyl) minocycline carbamate;
9-BOC amino minocycline carbamate;
9-(n-pentyl) minocycline carbamate;
9-prop-2'-enyl minocycline carbamate;
9-ethyl minocycline carbamate;
9-n-butyl minocycline carbamate
9-n-but-3-enyl minocycline carbamate; and
9-i-butyl minocycline carbamate; or a pharmaceutically acceptable salt thereof.

140. **(Currently Amended)** A substituted tetracycline compound, wherein said compound is of the formula:



wherein:

X is $\text{CHC}(\text{R}^{13}\text{Y}'\text{Y})$, CR^6R^6 , S, NR^6 , or O;

R^2 is hydrogen, alkyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 and $\text{R}^{4'}$ are each hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

$\text{R}^{2'}$, R^3 , R^{10} , R^{11} and R^{12} are each hydrogen or a pro-drug moiety;

R^5 is hydrogen, hydroxyl, or a prodrug moiety;

R^6 , $\text{R}^{6'}$, and R^8 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, or halogen;

R^7 is dialkylamino;

R^8 is hydrogen;

R^{13} is hydrogen, hydroxy, alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

Y' and Y are each independently hydrogen; halogen; hydroxyl; cyano; sulfhydryl; amino; alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

R^9 is $NR^{9c}(=Z')ZR^{9a}$;

Z is O;

Z' is O or S;

R^{9a} is unsubstituted or substituted C_5 - C_{10} alkyl, substituted or unsubstituted C_4 - C_{10} alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, ~~substituted or unsubstituted alkylthio, substituted or unsubstituted alkylsulfinyl, substituted or unsubstituted alkylsulfonyl,~~ substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, ~~substituted or unsubstituted arylalkyl, or~~ substituted or unsubstituted aryl, ~~substituted or unsubstituted heterocyclic, substituted or unsubstituted heteroaromatic,~~

wherein said substituted C_5 - C_{10} alkyl is substituted with halogen, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted C_4 - C_{10} alkenyl, substituted alkynyl, substituted alkoxy, ~~substituted alkylthio, substituted alkylsulfinyl, substituted alkylsulfonyl,~~ substituted arylsulfonyl, substituted alkoxycarbonyl, substituted arylcarbonyl, ~~substituted alkylamino, substituted arylalkyl, or~~ substituted aryl, ~~substituted heterocyclic, or substituted heteroaromatic~~ is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkylloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl; and

R^{9c} is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, arylalkyl, aryl, heterocyclic or heteroaromatic; and pharmaceutically acceptable salts thereof.

141. **(Previously Presented)** The compound of claim 140, wherein R^2 , $R^{2'}$, R^3 , R^{10} , R^{11} , and R^{12} are each hydrogen.

142. **(Currently Amended)** The compound of claim 140, wherein R^4 and $R^{4'}$ are each methyl.

143. **(Previously Presented)** The compound of claim 140, wherein R^5 is hydrogen.

144. (Canceled)

145. (Currently Amended) The compound of ~~claim 144~~claim 140, wherein R^{9c} is hydrogen.

146. (Currently Amended) The compound of ~~claim 144~~claim 140, wherein Z' is oxygen~~O~~.

147. (Currently Amended) The compound of ~~claim 144~~claim 140, wherein Z' is sulfur~~S~~.

148. (Canceled)

149. (Currently Amended) The compound of ~~claim 144~~claim 140, wherein R^{9a} is substituted C₅-C₁₀ alkyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted aryl, arylalkyl, or heteroaromatic.

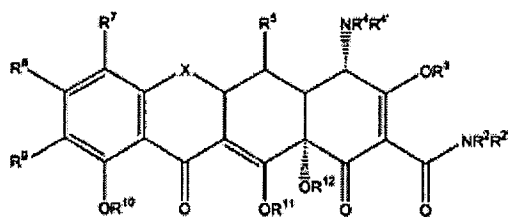
150. (Currently Amended) The compound of claim 149, wherein said substituted C₅-C₁₀ alkyl is substituted with one or more substituents selected from the group consisting of alkoxy, carbonyl, aryl, carbonyl, halogen, hydroxyl, alkoxy, or aryl.

151. (Currently Amended) The compound of ~~claim 149~~claim 140, wherein R^{9a} is substituted or unsubstituted aryl.

152. (Previously Presented) The compound of claim 151, wherein said substituted or unsubstituted aryl is phenyl.

153. (Currently Amended) The compound of ~~claim 151~~claim 152, wherein said ~~aryl~~phenyl is substituted with one or more substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, alkoxy, aryloxy, alkylcarbonyl, arylcarbonyl, alkoxy, carbonyl, aryloxy, carbonyl, amido, halogen, nitro, azo, alkyl sulfonyl, and arylsulfonyl.

154. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of a substituted tetracycline compound and a pharmaceutically acceptable carrier, wherein said substituted tetracycline is of the formula:



wherein:

X is CHC(R¹³Y'Y), CR⁶R⁶, S, NR⁶, or O;

R² is hydrogen, alkyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 and $R^{4'}$ are each hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

$R^{2'}$, R^3 , R^{10} , R^{11} and R^{12} and are each hydrogen or a pro-drug moiety;

R^5 is hydrogen, hydroxyl, or a prodrug moiety;

R^6 , $R^{6'}$, and R^8 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, or halogen;

R^7 is dialkylamino;

R^8 is hydrogen;

R^{13} is hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino; or an arylalkyl;

Y' and Y are each independently hydrogen; halogen; hydroxyl; cyano, sulfhydryl; amino; alkyl; alkenyl; alkynyl; alkoxy; alkylthio; alkylsulfinyl; alkylsulfonyl; alkylamino; or an arylalkyl;

R^9 is $NR^{9c}C(=Z')ZR^{9a}$;

Z is O;

Z' is O or S;

R^{9a} is unsubstituted or substituted C_5 - C_{10} alkyl, substituted or unsubstituted C_4 - C_{10} alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted alkoxy, ~~substituted or unsubstituted alkylthio, substituted or unsubstituted alkylsulfinyl, substituted or unsubstituted alkylsulfonyl,~~ substituted or unsubstituted arylsulfonyl, substituted or unsubstituted alkoxycarbonyl, substituted or unsubstituted arylcarbonyl, ~~substituted or unsubstituted arylalkyl, or substituted or unsubstituted aryl,~~ substituted or unsubstituted heterocyclic, ~~substituted or unsubstituted heteroaromatic,~~

wherein said substituted C_5 - C_{10} alkyl is substituted with halogen, hydroxyl, alkoxy, alkylcarbonyloxy, alkyloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl, arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl;

further wherein said substituted C_4 - C_{10} alkenyl, substituted alkynyl, substituted alkoxy, ~~substituted alkylthio, substituted alkylsulfinyl, substituted alkylsulfonyl,~~ substituted arylsulfonyl, substituted alkoxycarbonyl, substituted arylcarbonyl, ~~substituted alkylamino, substituted arylalkyl, or substituted aryl,~~ substituted heterocyclic, or substituted heteroaromatic is substituted with halogen, amino, alkyl, alkenyl, alkynyl, hydroxyl, alkoxy, alkylcarbonyloxy, alkyloxycarbonyl, arylcarbonyloxy, alkoxycarbonylamino, alkoxycarbonyloxy, aryloxycarbonyloxy, carboxylate, alkylcarbonyl, alkylaminoacarbonyl,

arylalkyl aminocarbonyl, alkenylaminocarbonyl, alkylcarbonyl, arylcarbonyl, aminoalkyl, arylalkylcarbonyl, alkenylcarbonyl, alkoxycarbonyl, silyl, aminocarbonyl, alkylthiocarbonyl, phosphate, aralkyl, phosphonato, phosphinato, cyano, acylamino, amido, imino, sulfhydryl, alkylthio, sulfate, arylthio, thiocarboxylate, alkylsulfinyl, sulfonato, sulfamoyl, sulfonamido, nitro, cyano, azido, heterocyclyl, alkylaryl, aryl or heteroaryl; and

R^{9c} is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylsulfonyl, alkoxycarbonyl, arylcarbonyl, alkylamino, arylalkyl, aryl, heterocyclic or heteroaromatic; and pharmaceutically acceptable salts thereof.

155. (New) The compound of claim 140, wherein said compound is minocycline 9-carbamic acid 9*H*-fluoren-9-yl methyl ester or a pharmaceutically acceptable salt thereof.

156. (New) The compound of claim 140, wherein said compound is FMOC 9-amino minocycline or a pharmaceutically acceptable salt thereof.

157. (New) The compound of claim 140, wherein said compound is 9-(4'- fluorophenyl) minocycline carbamate or a pharmaceutically acceptable salt thereof.

158. (New) The compound of claim 140, wherein said compound is 9-(4'- Methoxyphenyl) minocycline carbamate or a pharmaceutically acceptable salt thereof.